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PETER W. BILLINGS

HAND DELIVERED

September 18, 1991

Richard Pierce, Esq.
Kennecott Utah Copper Corporation
10 East South Temple
Salt Lake City, Utah 84133

Re: Saltair Facility Emission Allowances

Dear Richard:

We have been requested by Morton International, Inc. ("Morton") to confirm the understanding of Kennecott Utah Copper Corporation, a Delaware corporation ("Kennecott"), and Morton collectively referred to as the "Parties," with respect to Morton's PM₁₀ emission allowances at the Saltair Facility, Salt Lake County, Utah.

The Parties understand that the Utah Bureau of Air Quality ("Bureau") has issued certain Air Quality Approval Orders to Morton pertaining to, inter alia, PM₁₀ emissions at Morton's Saltair facility (the "Saltair Facility Emission Allowances"). A copy of these Air Quality Approval Orders is attached hereto.

The Parties further understand that Morton will relocate certain emission sources from the Saltair Facility to Grantsville, Tooele County, Utah, pursuant to Rule 446-1-3.1.9, Utah Admin. Code. This relocation was approved by the Bureau by letter dated September 10, 1991, copy attached hereto. Accordingly, Morton will retain all rights to the Saltair Facility under the Air Quality Approval Orders until the Bureau approves Notice(s) of Intent to issue all necessary approval orders for Morton's operations at the Grantsville, Utah site. At such time, Morton will cooperate in transferring to Kennecott all Saltair Facility Emission Allowances to the extent authorized by, and in accordance with Utah Air Conservation Regulations, applicable federal and state laws, local ordinances and other requirements.

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OIL GAS & MINING

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A PROFESSIONAL CORPORATION

Richard Pierce, Esq.
September 18, 1991
Page Two

Unless you inform me to the contrary prior to September 23, 1991, this letter will represent the understanding of both parties concerning this issue.

Very truly yours,


Denise A. Dragoo

DAD:jmc

Enclosures

cc: Dr. Dianne R. Nielson
✓ Wayne Hedberg
James F. Fox, Esq.
David Kirkpatrick
Gary Price
Richard Pierce, Esq.
Lucy Jenkins, Esq.
George D. Melling, Jr., Esq.